

**ORDINARY PROXY FORM PURSUANT TO ART. 135-*NOVIES* OF THE CONSOLIDATE LAW ON
FINANCE¹**

The _____ undersigned

², resident in _____, entitled to exercise the voting right at the Shareholders' Meeting of BPER Banca S.p.A. ("BPER Banca" or the "Bank") convened for 5 november 2022 in one call, as _____ ³ for no. _____ of ordinary shares of BPER Banca, registered in the name of _____ ⁴,

DELEGATES

⁵, with the option to be replaced by _____ ⁶, to represent him/her in the mentioned Shareholders's Meeting, convened for 5 November 2022, at 9:00 a.m., in Modena, in the meeting rooms of the "Monzani BPER Forum" at Via Aristotele 33, to discuss the following ordinary part of the agenda:

1. Integration of the Board of Directors, by appointing a Director pursuant to Art. 20 of the Articles of Association; related and consequent resolutions;
2. Amendment of the 2022 Remuneration Policy approved by the Shareholders' Meeting of 20 April 2022, in the part relating to the Long-Term Incentive Plan and consequent update of Section I of the "2022 Report on Remuneration Policy and Compensation Paid"; related and consequent resolutions;
3. Amendment to the Long-Term Incentive Plan (LTI) 2022-2024 based on financial instruments approved by the Shareholders' Meeting of 20 April 2022; related and consequent resolutions;

conferring the powers necessary to exercise the right to vote, in his name and on his behalf ^{7 8}.

Date and place

Signature

¹ Please note that the proxy may attend and exercise voting rights at the Meeting only if the Company has received the notice from the authorized intermediary referred to in Article 83-*sexies* of the Consolidated Law on Finance (CLF).

² Provide first name, surname, place and date of birth, and tax code (or equivalent international code).

³ Indicate the quality of the delegating party (*i.e.*, shareholder, legal representative, attorney with power of sub-delegation, pledgee, reporter, usufructuary, custodian).

⁴ Completed only if the shareholder is different from the proxy signatory.

⁵ Indicate the delegate's first name, last name or company name, tax code or VAT number (or other equivalent international code), complete address of the delegate's residence or registered office.

⁶ Indicate the first name, last name or company name of the proxy's substitute, tax code or VAT number (or other equivalent international code), complete address of the proxy's residence or registered office.

⁷ Please note that, pursuant to Article 118, paragraph 1, letter c), of the Issuers' Regulations approved by Consob Resolution No. 11971/1999, shares in relation to which "*the right to vote is vested by virtue of proxy, provided that this right may be exercised discretionally in the absence of specific instructions from the delegating party*" are considered to be shareholdings for the purposes of the disclosure requirements governed by Article 120 of the CLF.

⁸ Persons entitled to attend and exercise voting rights at the Shareholders' Meeting as well as their proxies are invited to take into account the provisions dictated by Article 135-*decies* of the CLF regarding conflict of interest of the representative and substitutes.

ORDINARY PROXY INSTRUCTIONS

Those entitled to vote may be represented at the Shareholders' Meeting in accordance with the law, either by granting a written proxy or electronic document signed pursuant to Legislative Decree No. 82 of March 7, 2005, in compliance with the provisions of Articles 135-*novies* and 135-*decies* of the Consolidate Law on Finance.

The proxy, duly filled in and signed, will be delivered to the Company, by mail or by hand delivery, at the Corporate and Regulatory Affairs Service at Via Aristotele 195 - 41126 Modena, Monday through Friday, from 9:00 a.m. to 5:00 p.m., at least two open market days before the date of the Shareholders' Meeting (i.e., by November 3, 2022), or it may be delivered directly to the personnel in charge of accreditation activities for access to the Shareholders' Meeting. Alternatively, in accordance with Article 11.6 of the Articles of Association, the proxy may be delivered to the Company, up to the beginning of the Shareholders' Meeting proceedings, by e-mail to assembleabperbanca@pec.gruppobper.it, indicating in the subject line of the e-mail: "November 2022 Meeting - proxy notification".

The representative may, in lieu of the original, deliver or send to the Company a copy of the proxy, also in electronic format, certifying, under his own responsibility, the conformity of the copy of the proxy to the original and the identity of the proxy giver. The representative shall keep the original of the proxy and shall keep a record of any voting instructions received for one year from the conclusion of the Shareholders' Meeting.

In the event of prior notification of the proxy, the delegate is requested to have the documentation proving the notification of the proxy available at the time of accreditation for access to the Shareholders' Meeting.

PRIVACY STATEMENT

Foreword

This information notice is provided by BPER Banca S.p.A. ("**BPER**" or the "**Bank**" or the "**Company**" or the "**Data Controller**"), with registered office in Via San Carlo 8/20, Modena, Italy, pursuant to Articles 13 and 14 of Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data ("**GDPR**"), in order to inform the persons who intend to attend the Shareholders' Meeting of the Company, through the institution of proxy about the processing of their personal data.

Data Controller and Data Protection Officer

The Controller has designated a Data Protection Officer (DPO), who can be contacted at one of the following addresses

- by ordinary mail, at Via Ramelli 49, 41100, Modena;
- by e-mail at the following address: dpo.gruppobper@bper.it.

Subject matter, origins and method of processing

For the purposes set out in this statement, the Controller will process the personal data of the persons identified above (the "**Personal Data**"), such as name, surname, domicile and residence, date of birth, tax code, contact data, including e-mail address, identity document data, number of shares held and data acquired by video recording of the Shareholders' Meeting.

Processing of Personal Data in this statement means any operation or set of operations which is performed on Personal Data or on sets of Personal Data, whether or not by automatic means, such as collection, recording, organisation, structuring, storage, adaptation or alteration, retrieval, consultation, use, disclosure by transmission, dissemination or otherwise making available, alignment or combination, restriction, erasure or destruction.

The Personal Data will be processed, for the purposes below, manually and/or with the support of computerised or electronic systems, in any case in such a way to ensure their security and confidentiality in accordance with the GDPR and applicable regulations.

Purpose and legal basis of the Processing

Personal Data processing is intended to enable the:

- (a) participation and voting of the persons entitled to attend the Shareholders' Meeting, by proxy or sub-delegation, verification of their entitlement to attend, also for the purpose of making sure that the Shareholders' Meeting has been duly constituted and that the *quorum* requirements for its constitution and adoption of resolutions are met, in addition to the exercise - by the entitled persons - of any other right associated with the Shareholders' Meeting;
- (b) the fulfilment of any other legal obligation in any way associated with the proceedings of the Shareholders' Meeting.

For the above purposes, Personal Data are processed by virtue of the relationship between the Bank and its shareholders, as well as in fulfilment of the legal obligation to which the Controller is subject, namely to ensure that entitled parties can exercise the rights provided for by the applicable legislation in relation to the holding of the Meeting.

Transmission and processing of the Personal Data are necessary for the above-mentioned purposes. Failure to provide the Personal Data results in the impossibility to attend the Shareholders' Meeting.

Recipients of the Personal Data

Personal Data may be made accessible, for the purposes mentioned above, to the following categories of recipients

- (a) employees and collaborators of the Controller, duly authorised to process Personal Data;
- (b) third parties (companies and/or self-employed individuals) performing activities that are functional to those of the Bank, who - depending on circumstances - may qualify as independent controllers or data processors specifically bound by a contract pursuant to Article 28 of the GDPR;
- (c) Boards, Institutions and competent Authorities (European Central Bank, Bank of Italy, Consob, Judicial, Tax and Administrative Authorities; Chambers of Commerce, etc.), acting as independent data controllers.

Transfer of Personal Data

Personal Data will be processed and stored by the Controller within the European Union. If necessary, the Company reserves the right to transfer Personal Data to countries outside the European Union for technical or operational reasons, provided that an adequate level of protection is guaranteed based on the provisions of Chapter V of the GDPR.

Personal Data Retention Period

Personal Data will be stored, in accordance with the principles of data minimisation and storage limitation referred to in Article 5, para. 1 c) and e) of the GDPR, for the time strictly necessary to achieve the above-mentioned purposes and in any case for a period not exceeding 10 years from the date of the Shareholders' Meeting. This period takes into account both the regulatory provisions on appeals against Shareholders' Meeting resolutions and the requirements of the Issuers' Regulation approved by Consob under Resolution no. 11971 of 14 May 1999 concerning the disclosure of regulated information on the website of the issuers (see in particular Art. 65-*septies*, paragraph 5, Art. 77, paragraph 1-*bis*, Art. 84-*quater*, paragraph 1). The Controller reserves the right, however, to retain Personal Data for a longer period than specified above in the event that this becomes necessary to safeguard the defensive interests and/or comply with the regulatory obligations of the Controller.

Rights of data subjects

With reference to Personal Data processed, data subject can exercise at any time the rights provided for in Articles 15 *et seq.* of the GDPR and, in particular: (i) right of access; (ii) right of rectification; (iii) right to erasure; (iv) right of restriction; (v) right to object; (vi) right to data portability.

Requests should be sent to the Controller at one of the following contact details

- by regular mail, to: BPER Banca Spa - Privacy e Data Protection Office, Via Ramelli 49 - 41122 Modena;
- by e-mail to: presidio.privacy@bper.it.

For further information regarding Personal Data, please contact the Data Protection Officer of BPER, at the above address.

Please note that, pursuant to the applicable legislation, the data subject has the right to lodge a complaint with the Italian Data Protection Authority, with registered office in Rome, Piazza Venezia, 11; Tel. (+39) 06.696771, certified e-mail (PEC): protocollo@pec.gdpd.it, following the instructions on the website www.garanteprivacy.it.